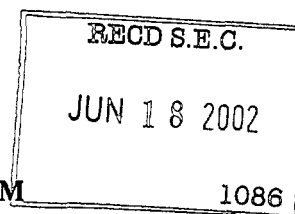


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM



Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>



Baan Company N.V. in liquidatie
(Name of Subject Company)

Baan Company N.V. in liquidation
(Translation of Subject Company's Name into English (if applicable))

The Netherlands
(Jurisdiction of Subject Company's Incorporation or Organization)

Invensys Holdings Limited; Invensys Plc
(Name of Person(s) Furnishing Form)

Common Shares, par value NLG 0.06 per share
(Title of Class of Subject Securities)

NO 8044 10 4
(CUSIP Number of Class of Securities (if applicable))

VictoriaHull
Invensys Plc
Invensys House
Carlisle Place
London, SW1PLBx United Kingdom
44 20 7834 3848

Copy to:
Sanford Kreiger
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004-1980
(212) 859-8000

(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

June 17, 2002
(Date Tender Offer/Rights Offering Commenced)

PROCESSED

JUN 20 2002

THOMSON
FINANCIAL

PART I – INFORMATION SENT TO SECURITY HOLDERS

Item 1. *Home Jurisdiction Documents*

(a) See Exhibits I.1(a)(i) and I.1(a)(ii).

Exhibit I.1(a)(i) Joint press release, dated June 17, 2002, issued by Invensys Holdings Limited, Invensys Plc and Baan Company N.V. in liquidatie.

Exhibit I.1(a)(ii) Translation of notice of offer published in the Netherlands and the United States on June 18, 2002.

(b) Not applicable.

Item 2. *Informational Legends*

Not applicable.

PART II – INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) Not applicable.

(2) Not applicable.

(3) Not applicable.

PART III – CONSENT TO SERVICE OF PROCESS

(1) Form F-X filed concurrently with the Commission on June 18, 2002.

(2) Not applicable.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 18, 2002

INVENSYS PLC


By: 

Name: J.R.W. CLAYTON

Title: SECRETARY

Date: June 18, 2002

INVENSYS HOLDINGS LIMITED

By: 

Name: J.R.W. CLAYTON

Title: DIRECTOR

Exhibit	Description	Page No.
I.1(a)(i)	Joint press release, dated June 17, 2002, issued by Invensys Holdings Limited, Invensys Plc and Baan Company N.V. in liquidatie.	5
I.1(a)(ii)	Translation of notice of offer published in the Netherlands and the United States on June 18, 2002.	7

PRESS RELEASE

17 June 2002

**Exit offer by Invensys Holdings Ltd on Baan
Company N.V. in liquidatie**

Today Invensys Holdings Ltd. announced that it will make an exit offer on all outstanding shares in Baan Company NV in liquidatie at an offer price of Euro 2.85 per share. The offering period commences on 19 June and will expire on (and including) 19 July 2002, close of Euronext Stock Exchange, unless extended.

Shareholders who wish to sell their Baan shares can offer their shares during the offering period, via the Seatholders Euronext Amsterdam through which they hold their shares, to ABN AMRO Bank N.V., Amsterdam, in which case Invensys will be required to purchase those shares for a sum of €2.85 per share. The Seatholders Euronext Amsterdam are requested to offer and deliver the shares to the Nedigef account number 009 ISS2, stating "in favour of account 41.46.27.334". In principle, payment of the offered price of €2.85 per share will take place on the third Euronext business day after the delivery to ABN AMRO Bank N.V. has taken place. The Seatholders Euronext Amsterdam will receive a commission of € 0.0034 per tendered and delivered share (with a maximum of €10,000 per depot) being paid by Invensys. In principle, the exit bid will therefore be free of brokerage commission for the Baan shareholders who have accepted the exit bid.

The Authority Financial Markets has granted an exemption from certain requirements under the 1995 Securities Transactions Supervision Act. The full text of the exemption as well as the advertisement and all further relevant information are available at www.baancompanynv.com. Please contact Duncan Bonfield at Invensys Plc., London, phone +44 207 834 3529 for any further information or contact J.R.W. Figiel at ABN AMRO Bank N.V., Issuing Institutions/Corporate Actions, phone +31 76 579 9486.

Holders of securities of Baan registered in the United States wishing to take advantage of this offer should contact D.F. King Co., Inc., the information agent for the exit offer in the United States (phone 800-769-6414) to obtain information on how to participate.

Invensys Plc
Invensys Holdings Ltd.

Baan Company NV in liquidatie

United States holders should note that the exit offer described above will be made in accordance with Dutch law (including the exemption described above) and will be subject to disclosure and other procedural requirements that are different from those under United States law.

Contact:

Invensys plc
Duncan Bonfield

+44 (0) 20 7821 3529

Brunswick
Ben Brewerton

+44 (0) 20 7404 5959

About Invensys plc

Invensys plc, the international production technology and energy management Group, specialises in helping companies to improve their efficiency, performance and profitability. Invensys is headquartered in London, England.

Our Production Management businesses work closely with customers in order to drive up performance of their production assets, maximise the return on investments in production technologies and remove cost and cash from their whole supply chain. The division includes Foxboro, Wonderware, Triconex, APV, Eurotherm and Baan and it addresses the oil, gas and chemicals, food beverage and personal healthcare, and discrete and hybrid manufacturing sectors.

Our Energy Management businesses actively work with clients involved in both the supply and consumption of energy, using innovative technologies to develop systems that improve the efficiency, reliability and security of power supply. The division includes Energy Management Solutions, Appliance and Climate Controls, Global Services, Metering Systems, Powerware and Home Control Systems and focuses on markets connected with power and energy infrastructure for industrial, commercial and residential buildings.

NOTICE OF OFFER

Exit bid by Invensys Holdings Ltd for Baan Company N.V. in liquidatie

In June 2000, Invensys Holdings Ltd ("Invensys"), residing in London, United Kingdom, and an indirect 100% subsidiary of Invensys Plc, announced a public cash bid on all the outstanding shares in the capital of Baan Company N.V., currently in liquidation ("the Company"). Invensys was offering €2.85 per share, so that all the outstanding shares in the Company would be jointly valued at €762 million. When the public bid closed, Invensys had acquired approximately 80.4% of the Company's outstanding shares, and it currently holds approximately 82% of those shares.

The extraordinary meeting of the Company's shareholders conducted on 18 August 2000 approved the sale and transfer of the Company's entire business activities to Invensys, including all assets and liabilities. This transaction was completed on 31 August 2000, and since that date, the Company is no longer independent, no longer has any business activities and is a non-operational company in the Invensys group. It had been announced that the Company would be liquidated and that a sum of €2.85 per share (before tax and without interest) would be distributed to shareholders as part of the liquidation. The purchase price payable by Invensys for the Company's assets and liabilities had been fixed at such a sum that, at the end of the liquidation, shareholders could be paid a liquidation dividend of €2.85 per share. The Company has been in liquidation since 27 November 2001.

Various factors beyond Invensys' control are delaying the distribution date of the proposed sum to the shareholders. One of these is the fact that the Company is one of the defendants in a number of legal proceedings in the United States and in The Netherlands. The rules on distribution after liquidation entail that shareholders do not qualify for payment until all the creditors have been paid, and then only if there is a surplus. There will indeed be a surplus after the Company has been wound up, as Invensys must amend the purchase price for the assets and liabilities in such a way that a liquidation payment of €2.85 is eventually available, and that liquidation payment can not be distributed until the legal proceedings have been settled, which could take some time. The proceedings do not affect the amount of the liquidation payment or of the exit bid and/or the value of the Baan shares. As a result of the amendment formula applicable to the purchase price, the Company's equity capital per share will remain €2.85.

Invensys has decided to offer shareholders an alternative, so that they can now be paid €2.85 per share without having to wait for the formal winding up. Invensys is willing to pay €2.85 per share for all outstanding shares in the Company which are offered for sale on Euronext Amsterdam N.V. in the period between 19 June and 19 July 2002, close of Euronext, unless extended. This qualifies as a price guarantee. Shareholders who do not wish to wait for the formal winding up, can sell their shares in the above period, via the Seatholders Euronext Amsterdam through which they hold their shares, to ABN AMRO Bank N.V., Amsterdam, in which case Invensys will be required to purchase those shares for a sum of €2.85 per share. The Seatholders Euronext Amsterdam are requested to offer and deliver the shares to the Necigef account number 009 ISS2, stating "in favour of account 41.46.27.334". In principle, payment of the offered price of €2.85 per share will take place on the third Euronext business day after the delivery to ABN AMRO Bank N.V. has taken place.

The Seatholders Euronext Amsterdam will receive a commission of € 0.0034 per tendered and delivered share (with a maximum of €10,000 per depot) being paid by Invensys. In principle, the exit bid will therefore be free of brokerage commission for the Baan shareholders who have accepted the exit bid.

Appropriate corresponding arrangements will be made to facilitate the sale by shareholders wishing to do so of their Baan shares registered in the shareholder registry in New York City ("U.S. Baan Shares"). Holders of U.S. Baan Shares may participate in the exit offer by submitting their shares through a depository agent accepting shares for Invensys in the United States. Unless otherwise instructed, this depository will make payment for U.S. Baan Shares at the then prevailing U.S. dollar/euro exchange rate.

Invensys' exit bid will be unconditional and does not depend on the compliance with certain terms nor on the purchase of a minimum number of shares. The exit bid is directed at all holders of Baan shares.

The Executive Officer, Invensys Administratie B.V., which currently acts as the Company's liquidator, is in favour of this exit bid and recommends that shareholders accept the bid and sell their shares to Invensys via Euronext.

The Company's equity capital amounts to €2.85 per share on the basis of the agreement entered into in August 2000. The Company's Articles of Association have now been amended – it no longer has a Non-Executive Board and it has gone into liquidation, in which connection Invensys Administratie B.V., a company in the Invensys group, is acting as liquidator. No further amendments to the Company's Articles of Association are foreseen within the framework of the public bid, nor is it likely that Invensys Administratie B.V. will be replaced as liquidator.

Pursuant to the provisions of section 6c (1) of the 'Wet Toezicht Effectenverkeer 1995' (the 1995 Securities Transactions Supervision Act), the 'Autoriteit Financiële markten' (the 'Authority Financial Markets') has granted an exemption from the provisions of section 6a (1) and (3) of that Act and has therefore granted, inter alia, an exemption from the obligation to provide a bidding memorandum and from the obligation to convene an information meeting for shareholders. This advertisement is regarded by the 'Authority' as sufficient information. The exemption granted by the AFM can be examined at www.baancompanynv.com where the Company's most recent annual accounts can also be consulted, as well as the documents submitted to the Company's meeting of shareholders on 27 November 2001.

The Baan trademark and its products are now being operated as sub-divisions of Invensys Production Management.

Please contact Duncan Bonfield at Invensys Plc., London, phone +44 207 834 3529 for any further information you may require or J.R.W. Figiel at ABN AMRO Bank N.V., Issuing Institutions/Corporate Actions, phone +31 76 579 9486.

Holders of shares registered in the United States wishing to take advantage of this exit offer should contact D.F. King & Co., Inc., the information agent for the exit offer in the United States (phone 800-769-6414) to obtain information on how to participate.

Invensys Holdings Ltd
Invensys Plc.

Baan Company N.V. in liquidatie